

ARCO LEASING LIMITED

August 17, 2023

To,

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001
Fax No. 022-22723121/3027/2039/2061
Security Code: 511038, Security ID : ZARCOLEA

Dear Sir/Madam,

Re: ISIN – INE955S01019

Sub: Notice of the 39th Annual General Meeting and Annual Report for FY 2022-23 of Arco Leasing Limited ('the Company')

This is with reference to the provisions of Regulation 30 and 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and our letter dated August 14, 2023 informing about the 39th Annual General Meeting ('AGM') of the Company scheduled to be held on Monday, September 11, 2023 at 11.00 a.m. (IST), in accordance, with the relevant circulars issued by Ministry of Corporate Affairs and SEBI. In this regard, we wish to inform the following:

Pursuant to the said circulars, AGM Notice and Annual Report for the financial year 2022-23 are being sent through electronic mode to those Members whose email ids are registered with the Company/Registrar and Transfer Agent ('RTA')/Depository Participant ('DP'). These documents are also available on the Company's website at www.arcoleasing.com.

The Company has provided the facility to its members to cast their vote electronically, through the remote e-Voting facility (before the AGM), on all the resolutions set out in the AGM Notice to the Members, who are holding shares on the Cut-off date i.e. September 5, 2023. The remote e-voting will commence at Friday, September 8, 2023 (09.00 a.m. IST) and end on Sunday, September 10, 2023 (05.00 p.m. IST). Detailed instructions for registering email address(s) and e-voting/attendance at the AGM are given in the AGM Notice.

The AGM Notice and Annual Report for the financial year 2022-23 are enclosed herewith.

This is for your information and records.

Thanking you,
Yours faithfully,

For **ARCO LEASING LIMITED**

NARENDRA MAHAVIRPRA SAD RUIA
Digitally signed by NARENDRA MAHAVIRPRASAD RUIA
Date: 2023.08.17 17:36:47 +05'30'

NARENDRA MAHAVIR RUIA
DIRECTOR
DIN: 01228312

REPLY TO,
PLOT NO. 123, STREET NO. 17
M.I.D.C. (MAROL),
ANDHERI (E), MUMBAI – 400 093
INDIA
CIN :L65910MH1984PLC031957

TEL:(91-22) 6693 6311-3
2821 7222-5
FAX : (91-22) 2836 1760
E-mail
:arcoleasingltd@gmail.com

ARCO LEASING LIMITED

39TH ANNUAL REPORT 2022-23

ARCO LEASING LIMITED

Annual Report 2022-23

CORPORATE INFORMATION

BOARD OF DIRECTORS	Mr. Rajendra Mahavirprasad Ruia (DIN 01300823), Wholetime Director Mr. Narendra Mahavir Ruia (DIN 01228312), Director and CFO Mrs. Meenakshi Narendra Ruia (DIN 01331083) (till February 13, 2023) Mrs. Richa Goyal (DIN 00159889) (w.e.f. May 25, 2023) Mr. Kaushik Kantilal Shah (DIN 01396342), Independent Director Mr. Srikar Gopalrao (DIN 02116323), Independent Director
COMPANY SECRETARY AND COMPLIANCE OFFICER	Ms. Renu Vyas (w.e.f. May 25, 2023)
AUDITOR	M/s. M. C. Jain & Co. Chartered Accountants, Mumbai
BANKERS	IDBI Bank, Mumbai
REGISTERED OFFICE	Plot No. 123, Street No. 17, MIDC, Marol, Andheri (E), Mumbai – 400 093, Maharashtra Tel: 022 28217222 Fax: 022 – 28361760 Email id: arcoleasingltd@gmail.com Website: www.arcoleasing.com
REGISTRAR & SHARE TRANSFER AGENT	Bigshare Services Private Limited Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093 Tel: 022- 6263 8222 Fax: 022 – 6263 8299 Email: investor@bigshareonline.com Website: www.bigshareonline.com
CORPORATE INDENTITY NUMBER (CIN)	L65910MH1984PLC031957
Audit Committee	Mr. Srikar Gopalrao – Chairman and Member Mr. Narendra Ruia - Member Mr. Kaushik Shah - Member
Nomination & Remuneration Committee	Mr. Srikar Gopalrao – Chairman and Member Mr. Rajendra Ruia – Member Mr. Kaushik Shah - Member

ARCO LEASING LIMITED

Regd. Office: Plot No. 123, Street No 17, MIDC Marol, Andheri (E), Mumbai - 400093.

Tel: 022 28217222, **Fax:** 022-28361760, **Email id:** arcoleasingltd@gmail.com

CIN:- L65910MH1984PLC031957, **Website:** www.arcoleasing.com

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting of the members of **ARCO LEASING LIMITED** ("the Company") will be held on Monday, September 11, 2023 at **11.00 a.m.** (IST) at the Registered Office of the Company at Plot No. 123, Street No. 17, MIDC Marol, Andheri (E), Mumbai - 400 093, Maharashtra, to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Accounts for the year ended 31st March, 2023.

To receive, consider and adopt the standalone and consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report(s) of the Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an Ordinary Resolutions -

- A) "RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
- B) "RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. Re-appointment of Director, retiring by rotation, Mr. Narendra Mahavir Ruia (DIN 01228312)

To appoint a Director in place of **Mr. Narendra Mahavir Ruia (DIN 01228312)** who retires by rotation and being eligible offers himself for reappointment and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. Narendra Mahavir Ruia (DIN 01228312)**, who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

3. RE-CLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and to give assent/dissent for passing the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 (the **“Act”**), if any, read with the Companies (Incorporation) Rules, 2014 and other applicable Rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force, to the extent notified and in effect), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded for the re-classification of the existing Authorised Share Capital of the Company from Rs.6,00,00,000/- (Rupees Six Crores only) divided into 30,00,000 (Thirty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each and 3,00,000 Redeemable Preference Shares of Rs.100/- each to:

- i. 20,00,000 (Twenty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each aggregating to Rs.2,00,00,000/- (Rupees Two Crores only) and
- ii. 4,00,000 (Four Lakh) Cumulative Redeemable Preference Shares of Rs.100/- (Rupees One Hundred) each aggregating to Rs.4,00,00,000/- (Rupees Four Crores only),

total aggregating to Rs.6,00,00,000/- (Rupees Six Crores only).

RESOLVED FURTHER THAT pursuant to provisions of Sections 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 (the **“Act”**), read with the Companies (Incorporation) Rules, 2014 and other applicable Rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force, to the extent notified and in effect), the existing Clause V of the Memorandum of Association of the Company be and is hereby repealed and replaced with the following Clause 5:

5. *The Authorised Share Capital of the Company is Rs.6,00,00,000/- (Rupees Six Crores only) divided into 20,00,000 (Twenty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each aggregating to Rs.2,00,00,000/- (Rupees Two Crores only) and 4,00,000 (Four Lakh) Preference Shares of Rs.100/- (Rupees One Hundred) each aggregating to Rs.4,00,00,000/- (Rupees Four Crores only).*

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof and any person authorized by the Board in this behalf), be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals, in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any of the Director(s), Company Secretary or any other Officer(s).”

4. ISSUE OF CUMULATIVE REDEEMABLE PREFERENCE SHARES ON PRIVATE PLACEMENT BASIS

To consider and to give assent / dissent for passing the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 42, 55 and 62 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), read with the Companies (Share Capital and Debentures) Rules, 2014, and other laws, rules and regulations applicable to the Company, if any and subject to the enabling provisions of the Memorandum and Articles of Association of the Company, and further subject to such approvals, consent, sanctions and permissions of appropriate authorities, departments and bodies as may be required and subject to such terms and conditions, alterations and modifications as may be considered appropriate and agreed to by the Board of Directors of the Company (herein after referred to as the Board which term shall also include a Committee of Directors exercising the powers conferred by the Board), the consent of the members be and is hereby accorded to offer, issue and allot on private placement basis, upto 2,50,000 0.01% Non – Convertible Cumulative Redeemable Preference Shares of Rs. 100/-, each, in one or more tranches, either fully paid up or partly paid up, on such terms and conditions, with such rights and privileges and at such times, at par or at such premium, as may be decided by the Board/Committee of Directors, to such person(s), including one or more company(ies), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person(s) as the Board/Committee of Directors may decide subject to the following rights:

- a) The said preference shares shall rank for dividend in priority to the equity shares for the time being of the Company.
- b) The said preference shares shall be non-participating in the surplus fund.
- c) The said preference shares shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- d) The said preference shares shall carry a fixed cumulative preferential dividend.
- e) The said preference shares are non-convertible.
- f) The voting rights of the persons holding the said shares shall be in accordance with the provisions of the Companies Act, 2013.
- g) The said preference shares shall be redeemable not later than 10 years from the date of issue thereof

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and are hereby authorised to do, sign, execute and/or ratify all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable as may be required in connection with the creation, offer, issue and allotment of the Non-Convertible Cumulative Redeemable

Preference shares and giving effect to this resolution including filing relevant forms with the Registrar of Companies;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Company Secretary or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

**BY AND ON BEHALF OF THE BOARD OF DIRECTORS
FOR ARCO LEASING LIMITED**

RAJENDRA RUIA
WHOLE TIME DIRECTOR
DIN: 01300823

NARENDRA RUIA
DIRECTOR
DIN: 01228312

Place: Mumbai

Date: August 14, 2023

Regd. Office:

Plot No. 123, Street No. 17, MIDC, Marol,
Andheri (E), Mumbai – 400 093, Maharashtra

Tel: 022 28217222

Fax: 022 – 28361760

Email id: arcoleasingltd@gmail.com

Website: www.arcoleasing.com

NOTES:

1. The Relevant details of the Director seeking re-appointment, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, is provided in Annexure I.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective, must be received by the Company not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization. In case of joint holders attending the Meeting, only such joint

holder who is higher in order of names will be entitled to vote. A Proxy Form is enclosed herewith.

3. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN 10%, OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.
4. The Register of Members of the Company and Transfer Books thereof will be closed from September 5, 2023 to September 11, 2023 (both days inclusive).
5. E-voting facility to all members has been provided through the e-voting platform of Central Depository Services (India) Limited (CDSL) and the Company has appointed CS Priyanka Oka, Practicing Company Secretary, as Scrutinizer for the e-voting process. Instructions and manner of the process have been detailed in the para 7 below. The Scrutinizer will make a report to the Chairman of the Company, of the votes cast in favour and against and the results on the resolutions alongwith the scrutinizer's report will be available on the website of the Company within two working days of the same being passed.
6. The shareholders whose names appear in the Register of Members after giving effect to all valid share transfers lodged with the Company on or before September 4, 2023 shall be entitled to participate in e-voting/ballot at the AGM. Members and all other concerned are requested to lodge transfer deeds, change of address communication, mandates (if any) with the Company's Share Transfer Agents viz. **Bigshare Services Pvt. Ltd.**, E-3 Ansa Industrial Estate, Saki Vihar Road Sakinaka, Mumbai 400072, Maharashtra.
7. In compliance with the MCA Circulars and the Securities and Exchange Board of India ("SEBI") Circular dated January 5, 2023, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.arcoleasing.com and website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com and on the website of CDSL. Company's web-link on the above will also be provided in advertisement being published in newspaper having wide circulation in India (English Language) and local newspaper (Marathi Language).
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of

casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.arcoleasing.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
10. **Members who have not registered their e-mail addresses so far, are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on Friday, September 8, 2023 at 9.00 a.m. IST and ends on Sunday, September 10, 2023 at 5.00 p.m. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 5, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/**

websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will

	<p>authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option,</p>

demat mode) login through their Depository Participants (DP)	you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 – 4886 7000 and 022 – 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical Shareholders and other than individual shareholders holding shares in Demat
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; arcoleasingltd@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

Explanatory statement pursuant to provisions 102 of the Companies Act, 2013:

Item No. 3

The Members would be aware that the special resolutions mentioned in the Item No. 3 and 4 were approved in the 38th Annual General Meeting (AGM) of the Company by the members. However, due to the circumstances beyond the control of the Company, the Company was unable to redeem the existing Preference Shares and issue new Cumulative Redeemable Preference Shares. The said transaction could not get concluded within the stipulated time. Hence, both the special resolutions are again set forth for approval of members in the ensuing AGM.

The existing Authorised Share Capital of the Company is Rs.6,00,00,000/- (Rupees Six Crores only) divided into 30,00,000 (Thirty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each and 3,00,000 Redeemable Preference Shares of Rs.100/- each.

In view of the proposal to issue 0.01% Non Convertible Cumulative Redeemable Preference Shares on private placement basis, it is proposed to reclassify the Authorized Share Capital of the Company from Rs.6,00,00,000/- (Rupees Six Crores only) divided into 30,00,000 (Thirty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each and 3,00,000 Redeemable Preference Shares of Rs.100/- each to:

- i. 20,00,000 (Twenty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each aggregating to Rs.2,00,00,000/- (Rupees Two Crores only) and
- ii. 4,00,000 (Four Lakh) Preference Shares of Rs.100/- (Rupees One Hundred) each aggregating to Rs.4,00,00,000/- (Rupees Four Crores only),

The aforesaid reclassification in the Authorized Share Capital will also require consequential amendment to the Capital Clause of the Memorandum of Association of the Company. Pursuant to Section 13 and 61 of the Act, the alteration of Memorandum of Association requires approval of the Members of the Company by way of passing a special resolution to that effect. Accordingly, the approval of the Members is sought to reclassify the Authorized Share Capital as well as to consequently alter the Capital Clause of the Memorandum of Association of the Company. A draft copy of the modified Memorandum of Association is available for inspection by the Members of the Company at its Registered Office during the normal business hours on any working day of the Company.

The Board recommends the Special Resolution set forth at Item No. 3 of the Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested in the Resolution mentioned in Item No. 3 of the Notice.

Item No. 4:

The Members would be aware that the special resolutions mentioned in the Item No. 3 and 4 were approved in the 38th Annual General Meeting (AGM) of the Company by the members. However, due to the circumstances beyond the control of the Company, the Company was unable to redeem the existing Preference shares and issue of new

Cumulative Redeemable Preference Shares. The said transaction could not get concluded within the stipulated time. Hence, both the special resolutions are again set forth for approval of members in the ensuing AGM.

The Board of Directors at its meeting held on August 14, 2023, had, subject to the approval of the Shareholders by way of a Special Resolution, proposed the offer and issuance of 0.01% Non-Convertible Cumulative Redeemable Preference shares of Rs. 100/- each, aggregating upto Rs.2,50,00,000/- (Rupees Two Crores and Fifty Lakhs) at par, on private placement basis. Section 42 and 55 of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 ('Rules') framed there under, inter alia, requires a company to obtain the prior approval of the Shareholders, by way of a Special Resolution for issuance of preference shares.

Hence, In terms of Sections 42 and 55 of the Act, read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company making an allotment of preference shares on private placement basis.

As required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, the material facts relating to the aforesaid issue of Preference Shares (the "CRPS Issue") are as follows:

(a)	The size of the issue and number of preference shares to be issued and nominal value of each share	Upto 2,50,000 (Two Lakhs and Fifty Thousand) 0.01% Cumulative Redeemable Preference Shares (CRPS) of Rs.100/- (Rupees One Hundred) each aggregating to Rs.2,50,00,000/- (Rupees Two Crores and Fifty Lakhs only)
(b)	The nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	The CRPS will be cumulative, non-participating and non-convertible.
(c)	The objectives of the issue	The proceeds of the issue will be utilized towards redemption of existing Redeemable Preference Shares and for other business operations of the Company
(d)	The manner of issue of shares	The CRPS are proposed to be issued on private placement basis to "Edwell Infrastructure Hazira Limited".
(e)	The price at which such shares are proposed to be issued	The CRPS are proposed to be issued at nominal value of Rs. 100/- each.

(f)	The basis on which the price has been arrived at	The CRPS will be issued at par. An independent valuation report has been used to arrive at the price.
(g)	The terms of issue, including terms and rate of dividend on each share, etc.	The CRPS are proposed to be issued for a period not exceeding 20 years from the date of allotment and shall be fully redeemed at par at maturity. Dividend on CRPS is 0.01% p.a.
(h)	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The CRPS shall be redeemable on such date as determined by the board but not later than a period exceeding twenty years from the date of allotment which is in accordance with Section 55 of the Companies Act, 2013 read with relevant rules framed there under. The CRPS are non-convertible and will be redeemed at par value.
(i)	The manner and modes of Redemption	The CRPS shall be redeemed in accordance with the provisions of the Companies Act, 2013 read with the relevant rules
(j)	The Current Shareholding Pattern of the Company	Consequent to the issue of preference shares, the control of the Company shall not change. The shareholding pattern of the Company as on June 30, 2023 is annexed to this Notice. (Annexure A)
(k)	The expected dilution in equity share capital upon conversion of preference shares	Not applicable since the CRPS are proposed to be issued on non-convertible basis.

The Board recommends the Special Resolution set forth at Item No. 4 of the Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

Annexure A

**Shareholding Pattern of Arco Leasing Limited for the quarter ended June 30, 2023
(before and after Issue of CRPS)**

SI No.	Category	Pre Issue		Post Issue	
		Number of Equity Shares held	Percentage	Number of equity Shares	Percentage
(A)	Promoter & Promoter Group	128600	53.57	128600	53.57
(B)	Public	111470	46.43	111470	46.43
(C)	Non Promoter-Non Public	Nil	Nil	Nil	Nil
(C1)	Shares underlying DRs	Nil	Nil	Nil	Nil
(C2)	Shares held by Employee Trusts	Nil	Nil	Nil	Nil
	Total	240070	100	240070	100

Annexure B

Information required as per Regulation 26 (4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the appointment or re-appointment of Directors at the Annual General Meeting:

Name	Narendra Mahavir Ruia
DIN	01228312
Age	57 years
Date of Birth	December 25, 1966
Date of Appointment	July 25, 1989
Qualification/ Expertise in specific functional areas	B.A.(Econ), M.B.A., SMEP by IIM
Brief Resume	Mr. Narendra Ruia is the Bachelor in Arts, specialization in Economics from Mithibai College, Mumbai. He has completed Masters of Business Administration from IIM, Ahmedabad. He is Confident and Charismatic Leader having experience of 36 years in the corporate field.
Relationship with any Director(s) of the Company	Rajendra Mahavirprasad Ruia - Brother
Number of Board Meetings attended during f.y. 2022-23	5 (Five)
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Not Applicable
Number of Shares held in the Company	40195
List of Directorships held in other companies*	Arco Electro Technologies Private Limited Ansu Trade & Fiscals Pvt. Ltd.

*Based on disclosures received from the respective Directors.

**BY AND ON BEHALF OF THE BOARD OF DIRECTORS
FOR ARCO LEASING LIMITED**

RAJENDRA RUIA
WHOLE TIME DIRECTOR
DIN: 01300823
Place: Mumbai
Date: August 14, 2023

NARENDRA RUIA
DIRECTOR
DIN: 01228312

Regd. Office:

Plot No. 123, Street No. 17, MIDC, Marol,
Andheri (E), Mumbai – 400 093, Maharashtra

Tel: 022 28217222

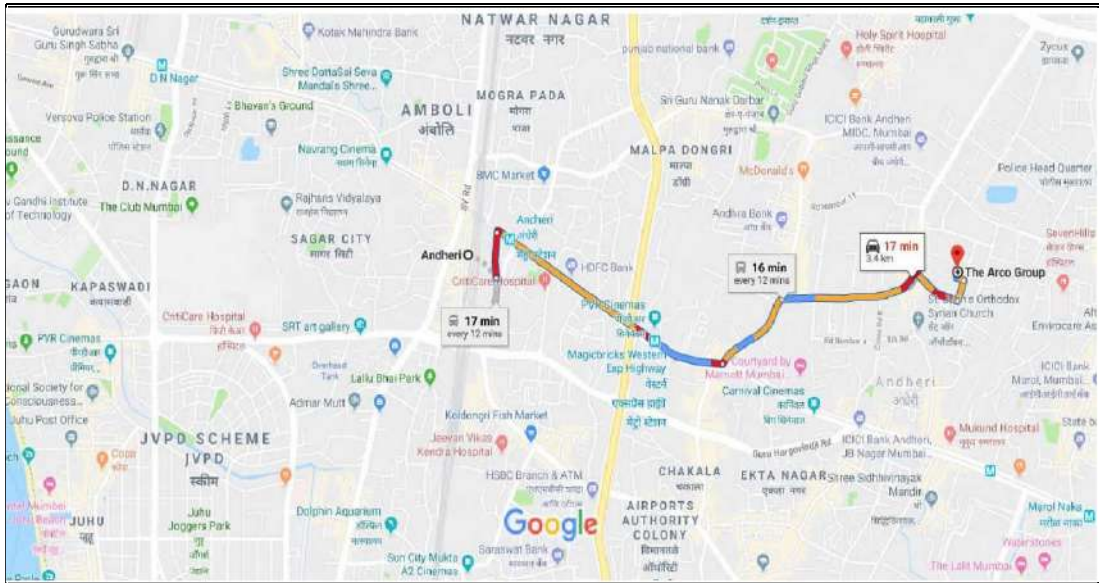
Fax: 022 – 28361760

Email id: arcoleasingltd@gmail.com

Website: www.arcoleasing.com

ROUTE MAP

to the Venue of 39th Annual General Meeting of ARCO LEASING LIMITED Monday, September 11, 2023.



**Venue: Plot No. 123, Street No. 17, MIDC, Marol, Andheri (E), Mumbai – 400093
(Bus No.: 434 / 545Ltd /496 Ltd)**

Note: Map given above is indicative and distance is approximate.

ARCO LEASING LIMITED

Regd. Office: Plot No. 123, Street No 17, MIDC Marol, Andheri (E), Mumbai - 400093.

Tel: 022 28217222, Fax: 022-28361760, Email id: arcoleasingltd@gmail.com

CIN:- L65910MH1984PLC031957, Website: www.arcoleasing.com

ATTENDANCE SLIP

Regd. Folio/DP ID and Client ID	
Number of Shares held	
Name and Address of the Member	
Name and Address of the Proxy holder	

I hereby record my presence at the 39th Annual General Meeting of Arco Leasing Limited to be held on Monday, September 11, 2023 at 11.00 a.m. at Plot No. 123, Street No. 17, MIDC, Marol, Andheri (E), Mumbai - 400093, Maharashtra.

Signature of the Member/Proxy

--

Present:

Note:

1. Member/Proxy holder who wish to attend the Meeting must bring the duly signed Attendance Slip to the Meeting and handover at the entrance of the Meeting Hall.
2. Please read the instructions printed under the Note No. (i) to the Notice of the 39th Annual General Meeting. The e-voting period starts from Friday, September 8, 2023 at 9.00 a.m. IST and ends on Sunday, September 10, 2023 at 5.00 p.m. IST. The voting module shall be disabled by CDSL for voting thereafter.

ARCO LEASING LIMITED

Regd. Office: Plot No. 123, Street No 17, MIDC Marol, Andheri (E), Mumbai - 400093.

Tel: 022 28217222, **Fax:** 022-28361760, **Email id:** arcoleasingltd@gmail.com

CIN:- L65910MH1984PLC031957, **Website:** www.arcoleasing.com

PROXY FORM

FORM MGT-11

39TH ANNUAL GENERAL MEETING – MONDAY, SEPTEMBER 11, 2023

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
Email ID	
Folio No/ DP ID and Client ID	

I/We, being the member(s) of Arco Leasing Limited holding shares, hereby appoint

Name	
Address	
Email id	
Signature	

or failing him/her

Name	
Address	
Email id	
Signature	

or failing him/her

Name	
Address	
Email id	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company, to be held on the Monday, September 11, 2023 at 11.00 a.m. at Plot No. 123, Street No 17, MIDC Marol, Andheri (E), Mumbai – 400093,

Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution
1.	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report(s) of the Directors and Auditors thereon.
2.	To appoint a Director in place of Mr. Narendra Mahavir Ruia (DIN 01228312) who retires by rotation and being eligible offers himself for reappointment.
3.	Re-Classification of Authorised Share Capital and consequent alteration in the capital clause of Memorandum of Association of the Company.
4.	Issue of Cumulative Redeemable Preference Shares on Private Placement Basis.

Signed this _____ day of _____, 2023.

**Affix
Revenue
Stamp**

**Signature of the
Shareholder**

Signature of Proxy Holder(s)

Note:

This form of proxy in order to be effective, should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.